

P98000055422

KATHY PROSSER

707 South First Street, Unit 302
Jacksonville Beach, Florida 32250
(904 241-2924

June 16, 1998

Corporation Filing Section
Department of State
Post Office Box 6327
Tallahassee, Florida 32314

FILED
98 JUN 19 AM 11:00
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Re: PEIRCE INTEGRATED SYSTEMS, INC.

Dear Sir or Madam:

Enclosed please find two signed copies of Articles of Incorporation and check to Department of State in the amount of \$70.00.

Please return one copy of the Articles to me after filing. I am enclosing a stamped, self-addressed envelope.

Thanks for your help, and if there's any problem, please call me at (904) 241-2924.

Yours very truly,

Kathy Prosser
Katheryn S. Prosser

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*****70.00 *****70.00

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**ARTICLES OF INCORPORATION
OF
PEIRCE INTEGRATED SYSTEMS, INC.**

ARTICLE I: The name of this corporation is PEIRCE INTEGRATED SYSTEMS, INC.

ARTICLE II: This corporation shall have perpetual existence.

ARTICLE III: This corporation is organized for the purpose of engaging in any activity or business permitted under the laws of the United States or the State of Florida.

ARTICLE IV: The maximum number and class of shares of capital stock which this corporation is authorized to have outstanding is one hundred shares of common capital stock with a par value of One Dollar (\$1.00) per share.

ARTICLE V: The initial principal office of this corporation shall be at, 1202 Fruit Cove Drive, South, Jacksonville, Florida 32259, and the name of the corporation's initial registered agent at that address is BRYAN PROSSER.

ARTICLE VI: Initially, this corporation shall have () member on the Board of Directors, and the corporation shall have the authority to operate with not less than one member on the Board of Directors. The following the name and address of the initial member of the Board of Directors:

BRYAN PROSSER
1202 Fruit Cove Drive, South
Jacksonville, Florida 32259

ARTICLE VII: The name and street address of the person signing these Articles of Incorporation as a subscriber are as follows:

BRYAN PROSSER
1202 Fruit Cove Drive, South
Jacksonville, Florida 32259

ARTICLE VIII: The power to adopt, alter, amend or repeal Bylaws shall be vested in the Board of Directors and the shareholders.

ARTICLE IX: The Directors of this corporation shall take action by written consent, as provided by law.

ARTICLE X: The Board of Directors is authorized, with the approval of the shareholders, to issue "Section 1244 Stock" as

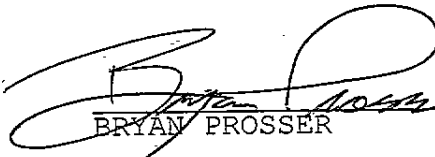
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TALLAHASSEE, FLORIDA

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN THIS STATE,
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED
AND ACCEPTANCE AND ACKNOWLEDGMENT

IN COMPLIANCE WITH SECTION 48-091, FLORIDA
STATUTES, THE FOLLOWING IS SUBMITTED:

FIRST, that PEIRCE INTEGRATED SYSTEMS, INC., desiring to organize or qualify under the Laws of the State of Florida as a corporation, with its principal place of business at 1202 Fruit Cove Drive, South, Jacksonville, Florida 32259, County of St. Johns, State of Florida, as indicated in the Articles of Incorporation, has named BRYAN PROSSER, 1202 Fruit Cove Drive, South, Jacksonville, Florida 32259, as its agent to accept service of process within the State of Florida.

Dated June 16, 1998


BRYAN PROSSER

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

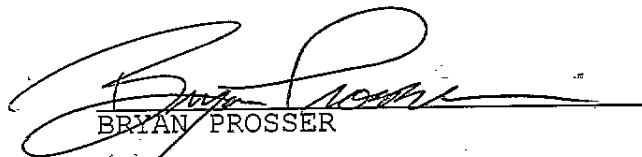
98 JUN 19 AM 11:00

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ACKNOWLEDGMENT

Having been named to accept service of process for the above named corporation at the place designated in the Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes and acts relative to keeping open said office and with all provisions of all statutes and acts relative to the proper and complete performance of my duties.

Dated June 16, 1998


BRYAN PROSSER